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DEPARTMENT OF ENERGY FEDERAL ENERGY REGULATORY COMMISSION

Atlas Pipeline Mid-Continent WestTex, LLC Pioneer Natural Resources USA, Inc.

Docket No.CP12-468-000

NOTICE OF APPLICATION

Take notice that on May 30, 2012, Atlas Pipeline Mid-Continent WestTex, LLC (Atlas) and Pioneer Natural Resources USA, Inc. (Pioneer), filed in the above referenced docket a joint application pursuant to section 7(c) of the Natural Gas Act (NGA) and Part 157 of the Commission's regulations, for a limited jurisdiction certificate authorizing Atlas and Pioneer to construct and operate a jointly-owned 10.2-mile natural gas pipeline (the Driver Residue Pipeline) in Midland County, Texas, all as more fully set forth in the application which is on file with the Commission and open to public inspection. The pipeline will be used to transport natural gas from a natural gas processing plant (the Driver Plant), which Atlas and Pioneer are planning to construct to interconnections with three gas transmission pipeline systems. Atlas and Pioneer are the only parties that will transport gas on the proposed pipeline and therefore are seeking general waivers of the Commission's tariff and rate regulations. The filing is available for review at the Commission in the Public Reference Room or may be viewed on the Commission's website web at http://www.ferc.gov using the "eLibrary" link. Enter the docket number excluding the last three digits in the docket number field to access the document. For assistance, contact FERC at FERCOnlineSupport@ferc.gov or call toll-free, (886) 208-3676 or TYY, (202) 502-8659.

Any questions concerning this application may be directed for Atlas to James F. Bowe, Jr., King & Spalding, 1700 Pennsylvania Ave., NW, Suite 200, Washington, DC 20006, by telephone at (202) 737-0500 or by email at jbowe@kslaw.com and Gerald Shrader, Vice President and General Counsel, Atlas Pipeline Mid-Continent, LLC, 110 W. 7th Street, Suite 2300, Tulsa, OK 74119, by telephone at (918) 574-3851 or jshrader@atlaspipeline.com or for Pioneer to Bryan L. Clark, Senior Counsel, Pioneer Natural Resources USA, Inc., 5205 North O'Connor Blvd, Suite 200, Irving, TX 75039, by telephone at (972) 969-3765 or bryan.clark@pxd.com.

Pursuant to Section 157.9 of the Commission's rules, 18 CFR 157.9, within 90 days of this Notice the Commission staff will either: complete its environmental assessment (EA) and place it into the Commission's public record (eLibrary) for this proceeding, or issue a Notice of Schedule for Environmental Review. If a Notice of

Schedule for Environmental Review is issued, it will indicate, among other milestones, the anticipated date for the Commission staff's issuance of the final environmental impact statement (FEIS) or EA for this proposal. The filing of the EA in the Commission's public record for this proceeding or the issuance of a Notice of Schedule for Environmental Review will serve to notify federal and state agencies of the timing for the completion of all necessary reviews, and the subsequent need to complete all federal authorizations within 90 days of the date of issuance of the Commission staff's FEIS or EA.

There are two ways to become involved in the Commission's review of this project. First, any person wishing to obtain legal status by becoming a party to the proceedings for this project should, on or before the comment date stated below file with the Federal Energy Regulatory Commission, 888 First Street, NE, Washington, DC 20426, a motion to intervene in accordance with the requirements of the Commission's Rules of Practice and Procedure (18 CFR 385.214 or 385.211) and the Regulations under the NGA (18 CFR 157.10). A person obtaining party status will be placed on the service list maintained by the Secretary of the Commission and will receive copies of all documents filed by the applicant and by all other parties. A party must submit 14 copies of filings made in the proceeding with the Commission and must mail a copy to the applicant and to every other party. Only parties to the proceeding can ask for court review of Commission orders in the proceeding.

However, a person does not have to intervene in order to have comments considered. The second way to participate is by filing with the Secretary of the Commission, as soon as possible, an original and two copies of comments in support of or in opposition to this project. The Commission will consider these comments in determining the appropriate action to be taken, but the filing of a comment alone will not serve to make the filer a party to the proceeding. The Commission's rules require that persons filing comments in opposition to the project provide copies of their protests only to the party or parties directly involved in the protest.

Persons who wish to comment only on the environmental review of this project should submit an original and two copies of their comments to the Secretary of the Commission. Environmental commentors will be placed on the Commission's environmental mailing list, will receive copies of the environmental documents, and will be notified of meetings associated with the Commission's environmental review process. Environmental commentors will not be required to serve copies of filed documents on all other parties. However, the non-party commentors will not receive copies of all documents filed by other parties or issued by the Commission (except for the mailing of environmental documents issued by the Commission) and will not have the right to seek court review of the Commission's final order.

Motions to intervene, protests and comments may be filed electronically via the internet in lieu of paper; see, 18 CFR 385.2001(a) (1) (iii) and the instructions on the Commission's web site under the "e-Filing" link. The Commission strongly encourages electronic filings.

Comment Date: June 29, 2012

Dated: June 8, 2012

Kimberly D. Bose, Secretary.

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